

FAURECIA

European company with a share capital of € 966,250,607
Registered office : 23-27 avenue des Champs Pierreux, 92000 Nanterre
542 005 376 Trade and companies registry of Nanterre

Convening notice

The shareholders of the company FAURECIA S.E. are informed that the combined general meeting (ordinary and extraordinary) will be held **behind closed doors, without the physical presence of the shareholders**, on May 31, 2021 at 2 p.m. at the registered office, 23/27 avenue des Champs Pierreux, 92000 Nanterre, to deliberate on the following agenda.

Warning

Due to the sanitary crisis related to the Covid-19 pandemic, and pursuant to the provisions of Order No. 2020-321 of March 25, 2020, as amended and extended as well as Decree No. 2020-418 of April 10, 2020, as amended and extended, the Company's General Meeting will be held behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

No admission card to this General Meeting will be issued. In this context, shareholders are invited to vote prior to the meeting using remote voting modalities under the terms and conditions detailed hereafter. Shareholders are advised either to send their voting form by postal service as soon as possible or to privilege electronic means and vote by internet under the conditions described hereafter.

Since the General Meeting will be held without the physical presence of the shareholders, it will not be possible for shareholders to physically ask questions, amend resolutions or propose new resolutions during the meeting. Shareholders' rights that can be exercised prior to a general meeting remain applicable, such as the right to ask written questions under the conditions provided for by applicable regulations.

In order to promote shareholder dialogue, shareholders will be able, in addition to the legal provisions framing written questions, to ask questions before and during the General Meeting. The modalities of this solution will be soon detailed in the section dedicated to the General Meeting on the Company's website. These questions, which may be grouped by topic depending on their number, will be answered during the General Meeting (within the time limit dedicated).

The Annual General Meeting will be entirely broadcast live and on replay on the Company's website (www.faurecia.com).

Shareholders are invited to regularly view the section dedicated to the 2021 Annual General Meeting including updated information on holding, organization, participation and voting to such meeting, on the Company's website:
<https://www.faurecia.com/investisseurs/actionnaires-individuels/assemblees-generales>

Agenda

Purview of the Ordinary General Meeting

First resolution - Approval of the parent company financial statements for the fiscal year ending December 31, 2020 – Approval of non-tax-deductible expenses and costs

Second resolution - Approval of the consolidated financial statements for the fiscal year ending December 31, 2020

Third resolution - Appropriation of income for the fiscal year and setting of the dividend

Fourth resolution - Statutory Auditors' special report on related parties agreements - Agreements referred to in Article L.225-38 of the French Code of commerce

Fifth resolution - Ratification of the cooptation of Jean-Bernard Lévy as Board member

Sixth resolution - Renewal of Patrick Koller as Board member

Seventh resolution - Renewal of Penelope Herscher as Board member

Eighth resolution - Renewal of Valérie Landon as Board member

Ninth resolution – Appointment of the company Peugeot 1810 as Board member

Tenth resolution - Approval of the information referred to in I of Article L.22-10-9 of the French Code of commerce – Report on compensations

Eleventh resolution - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors

Twelfth resolution - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer

Thirteenth resolution - Approval of the compensation policy for Board members for the 2021 fiscal year

Fourteenth resolution - Approval of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year

Fifteenth resolution - Approval of the compensation policy for the Chief Executive Officer for the 2021 fiscal year

Sixteenth resolution - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares

Purview of the Extraordinary General Meeting

Seventeenth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)

Eighteenth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code) and/or as compensation for shares as part of a public exchange offer (suspension during tender offer periods)

Nineteenth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)

Twentieth resolution - Authorization to increase the amount of issues provided for in the seventeenth, eighteenth and nineteenth resolutions (suspension during tender offer periods)

Twenty-first resolution - Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company, without preferential subscription rights, for the purpose of compensating contributions in kind to the Company (suspension during tender offer periods)

Twenty-second resolution - Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, with waiver by the shareholders of their preferential subscription rights

Twenty-third resolution - Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access to shares, with

removal of preferential subscription rights for the benefit of members of a company savings plan

Twenty-fourth resolution - Delegation of authority to be granted to the Board of Directors in view of carrying out share capital increases, with removal of preferential subscription rights, in favor of a category of beneficiaries

Twenty-fifth resolution - Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock through the cancellation of shares

Twenty-sixth resolution – Amendment to Article 30 of the bylaws on threshold crossing in order to simplify the notification procedure

Twenty-seventh resolution – Bringing the bylaws into compliance - Amendment of Article 16 of the bylaws relating to the compensation of Board members and Article 23 of the bylaws relating to related-parties agreements

Purview of the Ordinary General Meeting

Twenty-eighth resolution - Powers for formalities

The draft resolutions to be submitted to the vote of the General Meeting have been published in the meeting notice issued in the *Bulletin des Annonces Légales Obligatoires* of April 23, 2021, n°49, case number 2101106.

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Warning: The modalities presented hereafter take into consideration the Covid-19 sanitary crisis and take into account the legal and regulatory provisions in force in this context.

The Combined General Meeting of May 31, 2021 will be held behind closed doors, without the physical presence of shareholders and other persons entitled to attend.

No admission card to this General Meeting will be issued. As a consequence, shareholders are invited to exercise their rights prior to the meeting. Shareholders are strongly advised to prioritize electronic voting.

I — Specific modalities on ways to participate

1.1. General provisions

Any shareholder, regardless of the number of shares he/she owns, may take part in the General Meeting by simply providing proof of identity and ownership of his/her shares. As the General Meeting will be held behind closed doors, the shareholders will not be able to request the provision of an admission card to physically attend the General Meeting.

Shareholder wishing to participate in the General Meeting is invited to exercise his/her rights:

- either by voting by mail (*vote par correspondance*);
- or by giving a proxy to any natural or legal person of his/her choice (to vote by mail);
- or by giving a proxy to the Chairman of the General Meeting.

Shareholders may exercise their rights:

- either through VOTACCESS internet site;
- or through the voting form to be returned by postal services.

Any shareholder is entitled to give a proxy for this General Meeting provided that such information is provided to the issuer or its centralizer under the conditions provided for by the current legislation (please

refer to section "Warning: process of proxies given to a nominated person" hereafter). To be valid, any proxy must have been registered beforehand.

For any proxy without indication of a proxy holder, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Board of Directors and will vote against all other draft resolutions.

1.2. Preliminary formalities

Pursuant to Article R. 22-10-28 of the French Code of commerce, shareholders must provide justification of their capacity by the registration of the shares in their name or the intermediary's name registered on his/her behalf pursuant to Article L. 228-1 of the French Code of commerce, on the second business day preceding the General Meeting, at 0:00, Paris time, i.e. on May 27, 2021, at 0:00, Paris time (hereafter D-2), either in the registered share accounts held on behalf of the Company by its proxy CACEIS Corporate Trust; or in the bearer share accounts held by the authorized intermediary.

The registration of shares in bearer shares account held by the authorized intermediary must be evidenced by an attendance certificate issued by the latter (as the case may be, electronically) and must be attached to the (i) mail voting form or (ii) proxy form issued on the shareholder's name or on behalf of the non-residing shareholder represented by the authorized intermediary.

II — Ways to participate in the General Meeting

1. The General Meeting of May 31, 2021 will be held behind closed doors

The General Meeting of May 31, 2021 being held without the physical presence of the shareholders and other persons entitled to attend, no admission card to this General Meeting will be issued. Consequently, shareholders will not physically attend the Meeting and will not be physically represented by another natural person.

2. Proxy vote and vote by mail

2.1 Proxy vote and vote by mail with the paper form (through postal services)

Shareholders wishing to vote by mail or by giving a proxy to the Chairman of the General Meeting or as the case may be to any person they choose will be entitled to:

- **for registered shareholders:** send back the single mail voting and proxy form he/she will receive with the convening notice to the following address: CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14 rue Rouget de Lisle – 92130 Issy-Les- Moulineaux.
- **for bearer shareholders:** request the single mail voting and proxy form to the intermediary with which their shares are registered or by postal services to CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14 rue Rouget de Lisle – 92130 Issy-Les- Moulineaux. Form requests will be honored only if received by CACEIS Corporate Trust no later than six days prior to the General Meeting date, i.e. May 25, 2021.

The single mail voting form (single form with proxy form) duly completed and signed (with the attendance certificate for bearer shareholders) should be returned to CACEIS Corporate Trust to the postal address mentioned above.

The mail voting and proxy form must be duly received by CACEIS Corporate Trust no later than three days before the date of the General Meeting, i.e May 28, 2021 (please refer to the section below for proxies granted to a nominated person).

Warning: process of proxies given to a nominated person

Pursuant to the provisions of Article 6 of Decree No. 2020-418 of April 10, 2020, as amended and extended, any shareholder giving a proxy to one of the persons referred to in Article L. 225-106 and to Article L.22-10-39 of the French Code of commerce will have to send his/her proxy to CACEIS Corporate Trust within indication of the agent no later than the fourth day preceding the General Meeting.

The agent may not physically represent the shareholder at the Meeting. He must send voting instructions on the proxies he/she holds to CACEIS Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com using the form provided for in Article R. 225-76 of the French Code of commerce no later than the fourth day preceding the General Meeting.

2.2 Proxy vote and vote by mail through internet

Electronic voting is strongly advised.

Shareholders may send their instructions to vote, appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website dedicated to the General Meeting, under the conditions described hereafter.

- **for registered shareholders (pure and administered):** the registered shareholder may access the VOTACCESS site through the OLIS Shareholder site at <https://www.nomi.olisnet.com>.
 - **pure registered shareholders** should connect to the OLIS Shareholder site with their usual access codes;
 - **administered registered shareholders** should connect to the OLIS Shareholder with the Internet access code set out in the voting form or in the electronic notice.

After connecting to the OLIS Shareholder site, the registered shareholder should follow the instructions on the screen.

- **for bearer shareholders:** it is the responsibility of bearer shareholders to inquire whether their account holding institution is connected to the VOTACCESS website and, if so, the conditions of use of the VOTACCESS website.
 - if the shareholder's account holding institution is connected to the VOTACCESS website, the shareholder should identify himself/herself on the Internet portal of his/her account holding institution with his/her usual access codes. He/she should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy (please refer to section "Warning: process of proxies given to a nominated person" hereafter). Only bearer shareholders whose account holding institution has access to the VOTACCESS site may vote (or appoint or revoke a proxy) online.
 - if the shareholder's account holding institution is not connected to the VOTACCESS site, the notice of the appointment and revocation of a proxy may nevertheless be completed electronically in accordance with the provisions of Articles R.225-79 and R.22-10-24 of the French Code of commerce by sending an email to the following address: ct-mandataires-assemblees@caceis.com. This email must include as an attachment a scanned copy of the proxy voting form specifying the last name, first name, address and full bank references of the shareholder as well as the last name, first name and address of the appointed or revoked proxy, together with the attendance certificate issued by the authorized intermediary (please refer to section "Warning : process of proxies given to a nominated person" hereafter).

VOTACCESS website for the May 31, 2021 General Meeting will be open as of May 10, 2021.

The opportunity to vote by mail, or to give proxy to the Chairman by Internet prior to the General Meeting will be closed the day before the Meeting at 3 p.m. Paris time.

Warning: process of proxies given to a nominated person

Pursuant to the provisions of Article 6 of Decree No. 2020-418 of April 10, 2020, as amended and extended, any shareholder giving a proxy to one of the persons referred to in Articles L. 225-106 and L.22-10-39 of the French Code of commerce will have to send to CACEIS Corporate Trust his/her proxy within indication of the agent no later than the fourth day preceding the General Meeting.

The agent may not physically represent the shareholder at the Meeting. He must send voting instructions on the proxies he/she holds to CACEIS Corporate Trust at the following e-mail address: ct-mandataires-

assemblees@caceis.com using the form of the form provided for in Article R. 225-76 of the French Code of Commerce no later than the fourth day preceding the General Meeting.

In order to avoid any possible overload of the VOTACCESS platform, shareholders are advised not to wait until the day before the General Meeting to vote.

3. Change in ways of participation

As an exemption from III of Article R. 22-10-28 of the French Code of commerce and pursuant to Article 7 of Decree No. 2020-418 of April 10, 2020 as amended and extended, each shareholder who has already cast a vote by mail, sent a proxy or requested his/her admission card or an attendance certificate may choose another way to participate in the General Meeting provided that his/her new instruction in this regard reaches the Company within a period of time that is compatible with each way of participation and described hereof. Previous instructions received will then be revoked.

III — Sale of shares

Shareholders who have already cast a vote by mail or sent a proxy or requested an attendance certificate may sell all or part of their shares at any time.

However, if the transfer of ownership occurs before D-2 preceding the General Meeting, the Company shall consequently invalidate or amend, as applicable, the vote, proxy or attendance certificate. To this end, the authorized account holder intermediary shall notify the Company or its agent of the transfer of ownership and provide all the necessary information.

No sales or transactions completed after D-2 preceding the General Meeting, regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company.

IV. — Written questions

Shareholders may submit written questions to the Company. These questions should be addressed to the Chairman of the Board of Directors at the registered office, 23-27 avenue des Champs-Pierreux, 92000 Nanterre, France, by registered letter with acknowledgment of receipt or by email to the following address: questions.ecrites@faurecia.com, and shall be received no later than the end of the second business day preceding the date of the General Meeting, pursuant to Article 8-2 of Decree No. 2020-418 of April 10, 2020 as amended and extended, i.e. May 27, 2021. They must compulsorily be accompanied by a certificate of registration of shares.

The following email address may only be used for questions submitted in writing: questions.ecrites@faurecia.com; any other requests or notifications concerning any other matter will not be taken into account and/or processed.

Pursuant to the applicable regulations, the Company may provide a combined response to written questions if they concern the same subject. Answers to written questions may be published directly on the Company's website.

All written questions asked by shareholders and answers brought will be published in the section dedicated to questions and answers on the Company's website, at the latest, by the end of the fifth business day following the Meeting.

In order to promote shareholder dialogue, shareholders will be able, in addition to the legal provisions framing written questions, to ask questions before and during the General Meeting. The modalities of this solution will be soon detailed in the section dedicated to the General Meeting on the Company's website. These questions, which may be grouped by topic depending on their number, will be answered during the General Meeting (within the time limit dedicated).

V — Information right

All documents and information relating to the General Meeting which must be made available to the shareholders will be made available under the applicable legal and regulatory conditions, at the

Free translation for information purposes

Company's registered office (23/27 avenue des Champs Pierreux, 92000 Nanterre) if movement restrictions related to Covid-19 allow to do so or sent by a simple request made to CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget-de-Lisle, 92130 Issy-les Moulineaux– fax : 01.49.08.05.82.

In addition, the documents listed in Article R. 22-10-23 of the French Code of commerce are available on the Company's website (www.faurecia.com).

THE BOARD OF DIRECTORS